

**IN THE UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

)	
In re)	Chapter 11
)	
DELPHI CORP. <i>et al.</i> ,)	Case No. 05-44481 (RDD)
)	
Debtors.)	(Jointly Administered)
)	

**[PROPOSED] SECOND ORDER AUTHORIZING AND DIRECTING THE DELPHI
FORMER OFFICERS AND EMPLOYEES ESCROW AGENT TO DISBURSE
INTERIM PAYMENTS TO THE DELPHI FORMER OFFICERS
AND EMPLOYEES FOR DEFENSE COSTS**

Upon the Second Stipulation Authorizing and Directing the Delphi Former Officers and Employees Escrow Agent to Disburse Interim Payments to the Delphi Former Officers and Employees for Defense Costs submitted by the parties pursuant to the August 31, 2007 Stipulation and Agreement of Insurance Settlement in In Re: Delphi Corporation Securities, Derivative and “ERISA” Litigation, 05-md-1725 (E.D. Mich.) (the “Insurance Settlement”), and the Court being otherwise fully advised in the premises:

IT IS HEREBY ORDERED that the Delphi Former Officers and Employees Escrow Agent is authorized and directed to disburse up to \$5 million of the principal amount of funds deposited into the Escrow Account, inclusive of any sums already disbursed, to the Delphi Former Officers and Employees prior to the Effective Date of Settlement to be used solely for defense costs as set forth in paragraph 10 of the Insurance Settlement.

IT IS SO ORDERED.

Dated: August ___, 2008
New York, New York

HONORABLE ROBERT D. DRAIN
UNITED STATES BANKRUPTCY JUDGE